



IN THE UNITED STATES PATENT AND TRADEMARK OFFICE
DECLARATION AND POWER OF ATTORNEY

As named inventors, **Sidney T. Smith, Stephen Lee Smith, James P. Diorio, Susan K. Young, David V. Bacehowski, and T. Michael Dennehey**, we hereby declare that:

Our residences, post office addresses and citizenships are as stated below next to our names.

We believe we are the original, first and joint inventors of the subject matter which is claimed and for which a patent is sought on the invention entitled "**IN VITRO CELL CULTURE EMPLOYING A FIBRIN NETWORK IN A FLEXIBLE GAS PERMEABLE CONTAINER**", the Specification of which was filed on August 5, 2003 as United States Application Number 10/634,663. We hereby authorize and request the attorneys of record in said application to insert in this Declaration the serial number of said application when officially known.

We hereby state that we have reviewed and understand the contents of the above-identified Specification, including the Claims, as amended by any Amendment referred to above.

We acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. § 1.56.

We hereby claim foreign priority benefits under 35 U.S.C. § 119(a)-(d) or § 365(b) of any foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT international application which designated at least one country other than the United States, listed below and have also identified below any foreign application for patent or inventor's certificate, or PCT international application having a filing date before that of the Application on which priority is claimed:

Prior Foreign Application(s)	Priority Claimed
------------------------------	------------------

<u>NONE</u>	
Number	Country
	Day/Month/Year Filed
	Yes No

We hereby claim the benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below:

<u>NONE</u>	
Application Number	Filing Date

We hereby claim the benefit under 35 U.S.C. § 120 of any United States Application(s), or § 365(c) of any PCT International Application designating the United States, listed below and, insofar as the subject matter of each of the Claims of this Application is not disclosed in the prior United States or PCT International Application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose information which is material to patentability as defined in 37 C.F.R. § 1.56 which became available between the filing date of the prior Application and the national or PCT international filing date of this Application:

Application Number	Filing Date	Status
--------------------	-------------	--------

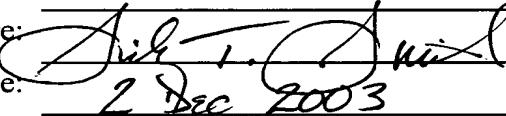
We hereby appoint the following attorney(s) and/or agent(s) to prosecute this Application and transact all business in the Patent and Trademark Office connected therewith.

Joseph J. Barrett	- 34,769	Holby M. Abern	- 47,372	Edward A. Lehman	- 22,312
Thomas S. Borecki	- 32,964	Robert M. Barrett	- 30,142	Adam H. Masia	- 35,602
Mark J. Buonaiuto	- 31,593	Alan L. Barry	- 30,819	Dante J. Picciano	- 33,543
Jane Choi	- 39,980	Thomas C. Basso	- 46,541	Renato L. Smith	- 45,117
Patrick S. Eagleman	- 44,665	Jeffrey H. Canfield	- 38,404	Pamela L. Stewart	- 45,707
C. Joseph Faraci	- 32,350	Robert W. Connors	- 46,639	William E. Vaughan	- 39,056
Michael Fedrick	- 36,799	Jason A. Engel	- 51,654	Wendy Weimer	- 52,347
Janice Guthrie	- 35,170	Joseph A. Fuchs	- 34,604	Tin-Chuen Yeung	- 40,240
Kenneth Jaconetty	- 32,508	Amy J. Gast	- 41,773	and all members of the firm of Bell, Boyd & Lloyd LLC.	
Paula J.F. Kelly	- 37,624	Christopher S. Hermanson	- 48,244		
Francis C.M. Kowalik	- 34,646	James Jagoda	- 33,250		
Jeffrey C. Nichols	- 36,879	Patricia A. Kane Schmidt	- 46,446		
Bradford R.L. Price	- 29,101	B. Joe Kim	- 41,895		
Joseph P. Reagan	- 35,332	Patrick Law	- 41,549		
Amy L.H. Rockwell	- 32,094	Michael S. Leonard	- 37,557		
Michael C. Schiffer	- 30,215				
Denise Serewicz	- 36,928				

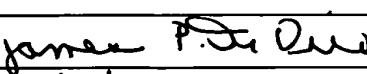
Send correspondence and direct telephone calls to:

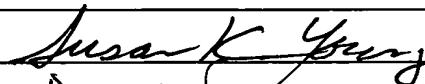
JOSEPH B. BARRETT, ESQ.
SENIOR COUNSEL
BAXTER HEALTHCARE CORPORATION
LAW DEPARTMENT
CORP. RESEARCH & TECHNICAL SERVICES
ONE BAXTER PARKWAY, DF3-3E
DEERFIELD, IL 60015
(847) 948-3252

We hereby declare all statements made herein of our own knowledge are true and all statements made on information and belief are believed to be true; and further, that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the Application or any patent issued thereon.

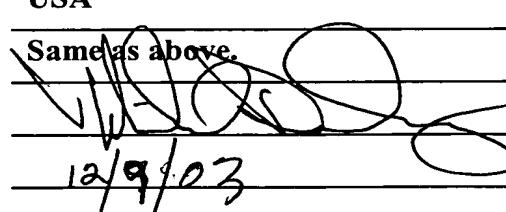
Full Name of First Joint Inventor: **Sidney T. Smith**
Residential Street Address: **1326 West Everett Road**
City and State/Province: **Lake Forest, IL**
Country and Zip/Postal Code: **USA 60045**
Citizenship: **USA**
Mailing Address: **Same as above.**
Inventor's Signature: 
Date: 2 Dec 2003

Full Name of Second Joint Inventor: **Stephen Lee Smith**
Residential Street Address: **510 East Mayfair Road**
City and State/Province: **Arlington Heights, IL**
Country and Zip/Postal Code: **USA 60005**
Citizenship: **USA**
Mailing Address: **Same as above.**
Inventor's Signature: 
Date: 12-2-03

Full Name of Third Joint Inventor: **James P. Diorio**
Residential Street Address: **1047 White Pines**
City and State/Province: **Antioch, IL**
Country and Zip/Postal Code: **USA 60002**
Citizenship: **USA**
Mailing Address: **Same as above.**
Inventor's Signature: 
Date: 12/2/03

Full Name of Fourth Joint Inventor: **Susan K. Young**
Residential Street Address: **6070 Par Court**
City and State/Province: **Gurnee, IL**
Country and Zip/Postal Code: **USA 60031**
Citizenship: **USA**
Mailing Address: **Same as above.**
Inventor's Signature: 
Date: Dec. 2, 2003

Full Name of Fifth Joint Inventor: **David V. Bacehowski**
Residential Street Address: **33136 Lakeshore Drive**
City and State/Province: **Wildwood, IL**
Country and Zip/Postal Code: **USA 60030**
Citizenship: **USA**
Mailing Address: **Same as above.**
Inventor's Signature: 
Date: 12/2/03

Full Name of Sixth Joint Inventor: **T. Michael Dennehey**
Residential Street Address: **1411 N. Hickory**
City and State/Province: **Arlington Heights, IL**
Country and Zip/Postal Code: **USA 60004**
Citizenship: **USA**
Mailing Address: **Same as above.**
Inventor's Signature: 
Date: 12/9/03